

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address</p> <p>Aram Ordubegian (SBN 185142) Andy S. Kong (SBN 243933) <b>ARENT FOX LLP</b> 555 West Fifth Street, 48th Floor Los Angeles, CA 90013-1065 Telephone: 213.629.7400 Facsimile: 213.629.7401 E-mail: <a href="mailto:ordubegian.aram@arentfox.com">ordubegian.aram@arentfox.com</a> <a href="mailto:kong.andy@arentfox.com">kong.andy@arentfox.com</a></p> <p><input checked="" type="checkbox"/> Attorney for Timothy Yoo, Plan Trustee <input type="checkbox"/> Debtor(s) appearing without an attorney</p>	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - SAN FERNANDO DIVISION</b>	
<p>In re:</p> <p><b>JILL KELLY PRODUCTIONS, INC.</b></p> <p>Debtor(s).</p>	<p>CASE NO.: 1:05-bk-15389-VK CHAPTER: 11</p> <p><b>NOTICE OF MOTION FOR ORDER WITHOUT HEARING PURSUANT TO LBR 9013-1(o)</b></p> <p>[No hearing unless requested in writing]</p>

**TO THE U.S. TRUSTEE AND ALL PARTIES IN INTEREST. PLEASE TAKE NOTICE THAT:**

1. Movant(s) Timothy Yoo, Plan Trustee, has filed a motion entitled PLAN TRUSTEE'S MOTION FOR ENTRY OF FINAL DECREE CLOSING CHAPTER 11 CASE; DECLARATIONS OF TIMOTHY YOO AND ANDY S. KONG IN SUPPORT THEREOF
2. Movant(s) is requesting that the court grant the motion without a hearing, as provided for in LBR 9013-1(o).
3. The motion is based upon the legal and factual grounds set forth in the Motion and briefly described in the attached description of relief sought. (Check appropriate box below):

The full motion is attached hereto; or  
 The full motion has been filed with the court, and a detailed description of the relief sought is attached hereto.

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This form is optional. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

4. **DEADLINE FOR FILING AND SERVING OPPOSITION PAPERS AND REQUEST FOR A HEARING:** Pursuant to LBR 9013-1(o), any party objecting to the motion may request a hearing on the motion. The deadline for filing and serving a written opposition and request for a hearing is 14 days after the date of service of this notice, plus 3 additional days if you were served by mail, electronically, or pursuant to F.R.Civ.P. 5(b)(2)(D), (E), or (F). If you fail to comply with this deadline, the court may treat such failure as a waiver of your right to oppose the motion and may grant the motion without further hearing and notice.

Date: 11/17/2011

Respectfully submitted,

By: /s/ Andy S. Kong

Signature of Movant or attorney for Movant

Name: ANDY S. KONG

Type name of Movant or attorney for Movant

# MOTION

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2 Andy S. Kong (SBN 243933)  
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10 General Bankruptcy Counsel for  
11 Timothy Yoo, Plan Trustee

12 **UNITED STATES BANKRUPTCY COURT**  
13 **CENTRAL DISTRICT OF CALIFORNIA**  
14 **SAN FERNANDO VALLEY DIVISION**

15 In re:

16 **JILL KELLY PRODUCTIONS,**  
17 **INC.,**

18 Debtor.

19 Case No.: 1:05-bk-15389-VK

20 Chapter 11

21 **PLAN TRUSTEE'S MOTION FOR**  
22 **ENTRY OF FINAL DECREE CLOSING**  
23 **CHAPTER 11 CASE; DECLARATIONS**  
24 **OF TIMOTHY YOO AND ANDY S.**  
25 **KONG IN SUPPORT THEREOF**

26  
27  
28 *[No Hearing Required Unless Requested  
Pursuant to L.B.R. 9013-1(o)]*

29  
30 **TO THE HONORABLE VICTORIA S. KAUFMAN, UNITED STATES**  
31 **BANKRUPTCY JUDGE; THE OFFICE OF THE UNITED STATES TRUSTEE;**  
32 **AND ALL INTERESTED PARTIES:**

33 Pursuant to 11 U.S.C. § 350, Federal Rule of Bankruptcy Procedure 3022, and  
34 Local Bankruptcy Rule 3020-1(d), Timothy Yoo, the duly appointed plan trustee (the  
35 “Trustee”) in the above-captioned case (the “Case”) moves, on notice and opportunity to  
36 object pursuant to Local Bankruptcy Rule 9013-1(o), for an order granting a final decree  
37 and closing the Case. As set forth in greater detail below, this motion is based on the  
38 grounds that the *Second Amended Liquidating Chapter 11 Plan Of Reorganization Of*  
39 LA/496790.1

1 *Official Committee Of Unsecured Creditors Dated April 28, 2010* [Doc. No. 301] (the  
2 “Plan”), as confirmed by this Court by an Order entered on January 10, 2011 [Docket No.  
3 315], has been substantially consummated; the Case has been fully administered; and  
4 there are no matters or proceedings pending or anticipated in this Case requiring that the  
5 Case remain open. The Trustee is concurrently filing a separate notice of this motion,  
6 which notice will be served on all parties that were served with the Plan as required by  
7 Local Bankruptcy Rule 3020-1(d)(2).

8 **I.**

9 **BACKGROUND AND POST-CONFIRMATION ACTIVITIES**

10 **A. Filing of the Case and Confirmation of the Plan**

11 On August 8, 2005, the above-captioned debtor (the “Debtor”) filed a petition  
12 under chapter 11 of the Bankruptcy Code. During this Case, the Debtor remained in  
13 possession and control of its affairs pursuant to 11 U.S.C. §§ 1107 and 1108.

14 On January 10, 2011, the Court entered its *Order Confirming Second Amended*  
15 *Liquidating Chapter 11 Plan Of Reorganization Of Official Committee Of Unsecured*  
16 *Creditors Dated April 28, 2010* (Docket No. 315) (the “Confirmation Order”). Under the  
17 Confirmation Order, Timothy Yoo is the duly appointed plan trustee. The Effective Date  
18 (as that term is defined in the Confirmation Order) of the Plan was January 25, 2011.

19 The Plan provided for, among other things, a *pro rata* distribution to all general  
20 unsecured claimants holding allowed claims in full and final satisfaction of their claims.

21 **B. Claims and Claims Objections**

22 Post-confirmation, the Trustee reviewed, paid, and as necessary, objected to the  
23 various proofs of claim filed in this Case. The Trustee filed objections to approximately  
24 24 proofs of claim. Each one of those objections has now been resolved by a final order  
25 either sustaining the objection or approving a stipulated resolution to the objection. As of  
26 the filing of this Motion, the Trustee has made substantially all distributions contemplated  
27 pursuant to the Plan.

28 Attached as Exhibit A to the Declaration of Timothy Yoo is a breakdown of the  
payments made to each class of claims pursuant to the Plan.

1                   **C.     Post Confirmation Tax Liabilities.**

2                   No post-confirmation tax liabilities have accrued or come due.

3                   **D.     Payment of Professionals**

4                   On or about November 22, 2010, the various estate professionals<sup>1</sup> filed their final  
5                   fee applications. A final order was entered approving each of the fee applications, and all  
6                   the estate professionals have been paid [Docket No. 310].

7                   **E.     Payment of U.S. Trustee's Fees and Clerk's Office Fees**

8                   The Trustee has filed all reports required by the Office of the United States  
9                   Trustee and has paid all United States Trustee's fees due and owing through the filing of  
10                   this Motion.<sup>2</sup> Additionally, counsel for the Trustee has reached out to the Bankruptcy  
11                   Court Clerk's Office and has been informed that there are no unpaid service, filing, or  
12                   other incidental fees outstanding with respect to this Case.

13                   **II.**

14                   **A FINAL DECREE IS APPROPRIATE IN THIS CASE**

15                   Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully  
16                   administered... the court shall close the case.” 11 U.S.C. § 350(a). Bankruptcy Rule  
17                   3022 implements section 350(a) in the context of chapter 11 reorganizations by providing  
18                   that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court,  
19                   on its own motion or on motion of a party in interest, shall enter a final decree closing the  
20                   case.” Fed. R. Bankr. P. 3022.

21                   While the term “fully administered” is not defined in the Bankruptcy Code, the  
22                   Advisory Committee Note with respect to Bankruptcy Rule 3022 lists the following six  
23                   factors as to be considered when determining whether an estate has been fully  
24                   administered:

25                   1. Whether the order confirming the plan has become final;  
26                   2. Whether deposits required by the plan have been distributed;

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<sup>1</sup> Arent Fox, LLP and Kenneth R. Farrow, CPA.

<sup>2</sup> A final post-confirmation report is being sent to the Office of the U.S. Trustee concurrently with the filing of this Motion along with any final payment of U.S. Trustee's fees due and owing.

3. Whether the property proposed by the plan to be transferred has been transferred;
4. Whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
5. Whether payments under the plan have commenced; and
6. Whether all motions, contested matters, and adversary proceedings have been finally resolved.<sup>3</sup>

9        Here, these six factors have been satisfied. As set forth above and in the annexed  
10      declarations of Timothy Yoo and Andy S. Kong: (1) the order confirming the Plan in this  
11      Case has become final; (2) all deposits required pursuant to the Plan, if any, have been  
12      made; (3) all payments under the Plan have been commenced, and those payments have  
13      been substantially completed; and (4) all motions, contested matters, and adversary  
14      proceedings have been finally resolved.

III.

## **RELEASE OF FUNDS IN THE RESERVE ACCOUNTS IS APPROPRIATE**

17 Pursuant to the Plan, the Trustee established a segregated trust account in order  
18 fulfill his obligation to provide a reserve for “Unsecured Creditor Payments” and other  
19 disputed claims pending resolution of objections to the claim or other such proceeding to  
20 assure payment of all disputed claims. As of the filing of this Motion, all disputes with  
21 respect to claims in Classes 1, 2, and 3 in the Plan have been resolved. Accordingly, in  
22 conjunction with entry of the final decree in this Case, the Trustee is also seeking  
23 authorization to close the accounts holding the balance of those reserves and to make final  
24 distributions from those reserves.

IV.

## CONCLUSION

27 The Trustee submits that he has met the requirements necessary to obtain a final  
28 decree closing the Case. Therefore, for all the forgoing reasons, the Trustee respectfully

<sup>3</sup> Fed. R. Bankr. P. 3022 Advisory Committee Note (1991).

1 request that the Court grant this motion and issue a final decree closing the Case,  
2 authorizing the release of monies remaining in reserve accounts established pursuant to  
3 the Plan, and granting such other relief as is just and proper.

4 Dated: November 14, 2011

5 Respectfully submitted,

6 **AREN'T FOX LLP**

7 By: /s/ Andy S. Kong

8 Andy S. Kong  
9 General Bankruptcy Counsel for  
10 Timothy Yoo, Plan Trustee

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**DECLARATION OF ANDY S. KONG**

I, Andy S. Kong, declare as follows:

1. I am over 18 years of age. I am an attorney duly licensed to practice law before this Court and, if called as a witness, could and would competently testify to the matters set forth herein from my own personal knowledge, except as otherwise stated below.

2. I am an attorney with the law firm of Arent Fox LLP, which serves as the  
bankruptcy counsel for Plan Trustee in the above-captioned case (the "Trustee").

3. I make this declaration in support of the foregoing *Plan Trustee's Motion for Entry of Final Decree Closing Chapter 11 Case* (the "Motion").

4. On August 8, 2005, the above-captioned debtor (the "Debtor") filed a petition under chapter 11 of the Bankruptcy Code. During this Case, the Debtor remained in possession and control of its affairs pursuant to 11 U.S.C. §§ 1107 and 1108.

5. On January 10, 2011, the Court entered its *Order Confirming Second Amended Liquidating Chapter 11 Plan Of Reorganization Of Official Committee Of Unsecured Creditors Dated April 28, 2010* (the “Confirmation Order”). Under the Confirmation Order, Timothy Yoo is the duly appointed plan trustee. The Effective Date (as that term is defined in the Confirmation Order) of the Plan was January 25, 2011.

6. The Plan provided for, among other things, a *pro rata* distribution to all general unsecured claimants holding allowed claims in full and final satisfaction of their claims.

7. All bar dates for all claims to be filed have passed as of the filing of this declaration. Post-confirmation, the Trustee reviewed, paid, and as necessary, objected to the various proofs of claim filed in this Case. The Trustee filed objections to approximately 24 proofs of claim. Each one of those objections has now been resolved by a final order either sustaining the objection or approving a stipulated resolution to the objection. As of the filing of the Motion, the Trustee has made substantially all distributions contemplated pursuant to the Plan.

8. On or about November 22, 2010, the various estate professionals filed their

1 final fee applications. A final order was entered approving each of the fee applications,  
2 and all the estate professionals have been paid.

3 9. I have reached out to the Bankruptcy Court Clerk's Office and have been  
4 informed that there are no unpaid service, filing, or other incidental fees outstanding with  
5 respect to the Case.

6 10. I have reviewed the dockets in the Case and there are no pending adversary  
7 proceedings or unresolved motions in the Case except for the Motion.

8 I declare under penalty of perjury under the laws of the United States of America  
9 that the foregoing is true and correct.

10 Executed this 15<sup>th</sup> day of November, 2011, at Los Angeles, California

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12 Andy S. Kong

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## DECLARATION OF TIMOTHY YOO

I, Timothy Yoo, declare as follows:

1. I am over 18 years of age. Except as otherwise stated, all facts contained within this Declaration are based upon personal knowledge. If called as a witness, I could and would testify to the matters set forth in this declaration.

2. I make this declaration in support of the foregoing *Plan Trustee's Motion for Entry of Final Decree Closing Chapter 11 Case* (the "Motion").

3. Under the Confirmation Order, I am the duly appointed plan trustee. The Effective Date (as that term is defined in the Confirmation Order) of the Plan was January 25, 2011.

4. Unless the claimant has agreed otherwise, all allowed claims whether secured, unsecured, priority, or general have been paid as contemplated by the Plan. Attached as Exhibit A hereto is a breakdown of the payments made to each class of claims pursuant to the Plan.

5. No post-confirmation tax liabilities have accrued or come due.

6. I have filed all reports required by the Office of the United States Trustee and have paid all United States Trustee's fees due and owing through the filing of the Motion. A final post-confirmation report is being sent to the Office of the U.S. Trustee concurrently with the filing of the Motion along with any final payment of U.S. Trustee's fees due and owing.

7. Pursuant to the Plan, I established a segregated trust account to provide a reserve for “Unsecured Creditor Payments” and other disputed claims pending resolution of objections to the claim or other such proceeding to assure payment of all disputed claims. As of the filing of the Motion, all disputes with respect to claims in Classes 1, 2, and 3 in the Plan have been resolved. Accordingly, in conjunction with entry of the final decree in this Case, I am also seeking authorization to close the accounts holding the balance of those reserves and to make final distributions from those reserves.

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1 I declare under penalty of perjury under the laws of the United States of America  
2 that the foregoing is true and correct.

3 Executed this 4<sup>th</sup> day of November, 2011, at Los Angeles, California

Timothy Yoo

# EXHIBIT A

**EXHIBIT A**

## **Payments Pursuant to the Plan by Class**

Class 1 – Secured Claims: Pursuant to the Confirmation Order, the secured claims of (i) American Suzuki Financial Services; (ii) Canyon Capital Marketing, Inc.; (iii) Chrysler Financial; (iv) International Video Innovations; and (v) X-Gen LLC were disallowed in their entirety. See Confirmation Order at pg. 12. As for the remaining secured claims in Class 1, Nutech Digital, Inc. and Premium Financing, they were resolved as follows: Premium Financing withdrew their claim [see Docket No. 269] and the secured claim of Nutech Digital, Inc. was disallowed in its entirety with prejudice [see Docket No. 372]. Accordingly, no payments were made post-confirmation to Class 1 Secured Claims. There is \$0 disputed.

*Class 2 – Priority Unsecured Claims Other Than Tax Claims:* All non-disputed priority unsecured claims have been paid post-confirmation pursuant to the Plan and nothing remains to be paid. There is \$0 disputed.

*Class 3 – General Unsecured Claims:* Approximately \$109,137.55 has been paid *pro rata* post-confirmation pursuant to the Plan. There are \$0 disputed.

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: Arent Fox LLP, 555 West Fifth Street, 48<sup>th</sup> Floor, Los Angeles, California 90013.

A true and correct copy of the foregoing document described **NOTICE OF MOTION FOR ORDER WITHOUT HEARING PURSUANT TO LBR 9013-1(o); AND PLAN TRUSTEE'S MOTION FOR ENTRY OF FINAL DECREE CLOSING CHAPTER 11 CASE; DECLARATIONS OF TIMOTHY YOO AND ANDY S. KONG IN SUPPORT THEREOF** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On November 17, 2011 checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL** (indicate method for each person or entity served):

On November 17, 2011 I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

**SERVED BY U.S. MAIL**

HONORABLE VICTORIA KAUFMAN  
UNITED STATES BANKRUPTCY COURT  
21041 BURBANK BLVD., Suite 354  
WOODLAND HILLS, CA 91367

BRIAN D FITTIPALDI  
UNITED STATES TRUSTEE  
128 E CARRILLO ST  
SANTA BARBARA, CA 93101

Service information continued on attached page

**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_ I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

November 17, 2011  
\_\_\_\_\_  
Date

SIMONA FILIP  
\_\_\_\_\_  
Type Name

/s/ *Simona Filip*  
\_\_\_\_\_  
Signature

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")**

Donna M Balbin on behalf of Creditor Vanowen Investment Company  
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Brian D Fittipaldi on behalf of U.S. Trustee United States Trustee (SV)  
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Andy Kong on behalf of Creditor Official Committee of Unsecured Creditors  
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internal revenue service (nkakuske)  
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---

This form is optional. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

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2121 Avenue of the Stars 33rd Fl  
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CORPORATION  
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THE COMPANY CORPORATION  
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Philadelphia, PA 19101-7346

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Los Angeles, CA 90053-0200

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Los Angeles, CA 90012-3478

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C/O NUVELL FINANCIAL SERVICES  
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CHATSWORTH, CA 91311-5862

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CASTAIC, CA 91384-3230

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OFFICE OF FINANCE  
FILE 57065  
LOS ANGELES, CA 90074-0001

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SANTA MONICA, CA 90403-5400

COUPON TRAVEL  
5565 BROMELY DRIVE  
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PARAMOUNT, CA 90723-4380

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CANOGA PARK, CA 91303-1244

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CHICAGO, IL 60673-1224

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EVENTS/AVN  
ATTN: EXPO CASH RECEIPTS  
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DULUTH, MN 55802-2005

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ZEV LAVY IVI  
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